

NOTICE

NOTICE is hereby given that an Extraordinary General Meeting of the members of Expression 360 Services India Limited (the "Company") (EGM/II/2025-26) will be held on Friday, June 27, 2025, at 11:30 a.m. at the registered office of the company at 203/1, A.J.C Bose Road, circus Avenue, Kolkata-700017 to transact the following businesses:

SPECIAL BUSINESS:**1. To make investments, give loans, guarantees and security in excess of limits specified under section 186 of the Companies Act, 2013**

To consider and, if thought fit, to pass with or without modifications, the following resolution as Special Resolution:

"RESOLVED THAT pursuant to the provisions of Section 186 of the Companies Act, 2013 read with Companies (Meetings of Board and its Powers) Rules, 2014 and other applicable provisions, if any, of the Companies Act 2013, (including any statutory modification or re-enactment thereof for the time being in force), and the rules framed thereunder the consent of the members on the Company be and is hereby accorded to the Board of Directors to, inter alia, (a) give any loan to any person(s) or other body corporate(s); (b) give any guarantee or provide security in connection with a loan to any person(s) or other body corporate(s); and (c) acquire by way of subscription, purchase or otherwise, securities of any other body corporate or invest the funds of the company from time to time in one or more tranches as the Board of Directors as in their absolute discretion deem beneficial and in the interest of the Company however, that the aggregate of the loans and investments so far made, the amount for which guarantees or securities so far provided to or in all other body corporate along with the investments, loans, guarantees or securities proposed to be made or given by the Company, from time to time, shall not exceed, at any time **₹ 1,00,00,00,000 (Rupees One Hundred Crores Only)** over and above the limit specified under sub section (2) of the said section 186, so however that such aggregate amount shall not exceed Rs. 100 (One Hundred) crore at any time.

RESOLVED FURTHER THAT any director of the company be and is hereby authorised to do all such acts, deeds, matters and things as may be necessary to give effect to this resolution, and to settle any question or doubt that may arise in relation thereto."

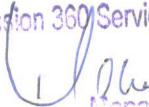
Date: 03.06.2025

Place: Kolkata

By Order of the Board of Directors

For Expression 360 Services India Limited

Expression 360 Services India Ltd.


Mohit Gupta
Managing Director
DIN: 02269890

NOTES:

1. An Explanatory Statement pursuant to section 102(1) of the Companies Act, 2013 with respect to the Special Business set out in the Notice convening this meeting is annexed hereto and forms part of this Notice.
2. **A MEMBER ENTITLED TO ATTEND AND VOTE AT THE MEETING IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE ON A POLL INSTEAD OF HIMSELF AND THE PROXY NEED NOT BE A MEMBER OF THE COMPANY.** The instrument appointing the Proxy duly completed, stamped and signed should, however, be deposited at the registered office of the company not less than forty-eight hours before the time scheduled for commencement of the Meeting. A person can act as a proxy on behalf of members not exceeding fifty and holding in the aggregate not more than ten percent of the total share capital of the company carrying voting rights. A member holding more than ten percent of the total share capital of the company carrying voting rights may appoint a single person as proxy and such person shall not act as a proxy for any other person or shareholder.
3. During the period beginning 24 hours before the time fixed for the commencement of the meeting and ending with the conclusion of the meeting, a member would be entitled to inspect the proxies lodged at any time during the business hours of the Company, provided that not less than three days of notice in writing is given to the Company.
4. Corporate members intending to send their authorized representatives to attend the Meeting are requested to send to the Company a certified copy of the Board Resolution authorizing their representative together with their respective specimen signatures of those representative(s) authorized under the said resolution to attend and vote on their behalf at the Meeting pursuant to Section 113 of the Companies Act, 2013.
5. All documents referred to in the Notice and the Explanatory Statement and other statutory Registers shall be available for inspection by the Members at the Registered Office of the Company during the normal business hours on all working days between 10.00 A.M. and 01.00 P.M. (i.e., except Sundays and public holidays) up to the date of the Extra-Ordinary General Meeting and at the venue during the continuance of the Meeting.
6. In terms of provision of Section 108 of the Companies Act, 2013 read with Companies (Management and Administration) Amendment Rules, 2015, the Company is not required to provide the e-voting facility to shareholders of the Company and therefore your company has opted to hold this meeting of the members physically only.
7. Members/Proxies are requested to bring their attendance slip enclosed herewith duly filled in and signed for attending the Meeting and hand it over at the entrance.
8. The Register of Directors and Key Managerial Personnel and their shareholding maintained under Section 170 of Companies Act, 2013 ("the Act") and Register of Contracts or Arrangements in which directors are interested maintained under section 189 of the Act will be available during the meeting for inspection by the members during the time of Extra Ordinary General Meeting.

9. In terms of the requirements of the Secretarial Standard on General Meetings (SS-2) a route map of the venue of the Meeting is enclosed.

Additional information required to be given as per the provisions contained in Schedule V of the Companies Act, 2013 are given hereunder:

1. GENERAL INFORMATION

i	Nature of Industry	Media and Advertising Industry
ii	Date or expected date of commencement of commercial production	Existing Company in operation since 2010.
iii	In case of new companies, expected date of commencement of activities as per project approved by financial institutions appearing in the prospectus	N.A.
iv	Financial performance based on given indicators	In the financial year 2023-24, company made a turnover of Rs.22,426.79/- Lakhs and Profit of Rs. 1530.98/- Lakhs after tax
V	Foreign investments or collaborations, if any	N.A.

Place: Kolkata
Date: 03.06.2025

By order of the Board
for and on behalf of,
Expression 360 Services India Limited
Expression 360 Services India Ltd.


Mohit Gupta Managing Director
DIN: 02269890

EXPLANATORY STATEMENT PURSUANT TO SECTION 102 OF COMPANIES ACT 2013

Item No. 1: To make investments, give loans, guarantees and security in excess of limits specified under section 186 of the Companies Act, 2013

During the normal course of business, the Company may have to give loans, guarantees, securities and / or invest funds which cannot be immediately and / or wholly deployed gainfully in the operations of the Company.

As per Section 186 of the Act read with the Rules framed thereunder, the Company is required to obtain the prior approval of the Members by way of a Special Resolution for acquisition by way of subscription, purchase or otherwise, the securities of any other body corporate exceeding sixty per cent of its paid-up share capital, free reserves and securities premium account or one hundred percent of its free reserves and securities premium account, whichever is higher. The current loans and investments of the Company is although well within the limits specified under the law, but in view of the cash flows received/expected in the company in near future, and the business plans of the company , it was thought expedient by the Board that as a measure of achieving greater financial flexibility and to enable optimal financial structuring and to keep sufficient safeguard, the said limits specified under Section 186 of the Companies Act be increased to Rs. 1,00,00,00,000 (Rupees One Hundred Crores Only) with the approval of shareholders. The approval of the members is being sought by way of a Special Resolution pursuant to Section 186 of the Companies Act read with the Rules made thereunder, to enable the Company to acquire by way of subscription, purchase or otherwise, the securities of any other body corporate, exceeding sixty percent of its paid-up capital, free reserves and securities premium account or one hundred percent of its free reserves and securities premium account, whichever is higher. It is proposed that the investment activities of the Company shall be carried on in accordance with the Investment Policy of the Company.

None of the Directors, Key Managerial Personnel of the Company and their relatives are in any way concerned or interested in passing of resolution. The Board of Directors of your Company recommends the resolution as set out in the accompanying notice for the approval of the shareholders for passing of Special Resolution.

Place: Kolkata

Date: 03.06.2025

By order of the Board
For and on behalf of,
Expression 360 Services India Limited
Expression 360 Services India Ltd.
Mohit Gupta
Managing Director
DIN: 02269890
Managing Director